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Secretary Jonathan G. Katz S7-19-03  
U.S. Securities and Exchange Commission, 450 5th Street, NW  
Washington, DC 20549-0609

*I am writing to address the proposed proxy rules as they apply to shareholder access to a proxy statement and proxy card for the nomination and election of corporation directors.*

Dear Secretary Katz:

I strongly oppose these proposed rules, as they are contrary to a director's fiduciary duty to treat all shareholders equally. If all shareholders would have access to the corporation's proxy statement, chaos would reign. It has been suggested by proponents of these regulations that to prevent this, minimum share ownership must be required. This is discriminatory, and not in accordance with the ethics of the Boards of Directors of major corporations. This also raises questions about fairness to smaller shareholders.

Another issue to consider is that unless there is a requirement that the shareholder continue to hold the minimum percentage for some designated period of time, the standard would be invalid. It is apparent to me that these proposed mandates have not been thoroughly analyzed with regard to outcome and the resultant conditions.

Please grant adequate time for corporations' own initiatives to be tried and tested before lading corporate boardrooms with arbitrarily imposed regulations. Existing corporate governance reforms have already begun to create increased confidence in the boards of directors by the shareholders, and I believe that the SEC must give the market time to iron out its own wrinkles.

Sincerely,

Gary E Koski

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